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UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARECLERK
U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

Creative Food 'N Fun Company

Debtor.

Case No. 01-01149

STATEMENT OF FINANCIAL AFFAIRS

NOTE 1: The Schedules and Statements have been prepared by the Debtor's Management and are unaudited. While management of the Debtor has made every effort to ensure that the Schedules and Statements are accurate and complete based on information that was available at the time of preparation, the subsequent receipt of information may result in material changes in financial data contained in the Schedules and Statements and inadvertent errors or omissions may exist. To the extent the Debtor discovers additional information that may suggest a material difference, the Debtor will amend the Schedules and Statements to reflect such changes. Accordingly, the Debtor reserves all rights to amend its Schedules and Statements as may be necessary or appropriate.

NOTE 2: Unless otherwise indicated, all amounts are listed as of April 2, 2001 (the "Commencement Date"), the date that each Debtor commenced its chapter 11 case (collectively, the "Chapter 11 Cases").

NOTE 3: It would be prohibitively expensive and unduly burdensome to obtain current market valuations of the Debtor's property interests. Accordingly, unless otherwise indicated, net book values, rather than current market values, of the Debtor's interests in property are reflected on the Debtor's Schedules.

NOTE 4: The Debtors in the Chapter 11 Cases have made every effort to allocate assets among Debtor subsidiaries and affiliates based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of assets among Debtor subsidiaries and affiliates may change.

NOTE 5: The Debtors in the Chapter 11 Cases have made every effort to allocate liabilities between the prepetition and postpetition periods, as well as among Debtor subsidiaries and affiliates, based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods between Debtor subsidiaries and affiliates may change.

375
284

In re: Creative Food 'N Fun Company, Debtor

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NOTE 6: The claims of individual creditors for, among other things, goods, products, services or taxes are listed as the amounts entered on the Debtor's books and records and do not reflect credits or allowances due from such creditors to the Debtor. The Debtor reserves all of its rights respecting such credits and allowances.

1. Income from employment or operation of business.

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of debtor's business from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.)

NONE

2. Income other than from employment or operation of business.

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars.

NONE

3. Payment to creditors.

- a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within 90 days immediately preceding the commencement of this case.

NONE

In re: Creative Food 'N Fun Company, Debtor

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- b. List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders.

Intercompany Trade Balances		
Company	4/2/00	4/2/01
W. R. GRACE & CO.-CONN.	\$2,967,616	\$2,982,481
Del Taco Restaurants, Inc.	20,530,824	20,530,824
Gloucester New Communities Company, Inc.	(33,157)	(33,157)
Totals	\$23,465,283	\$23,480,148

Note: Unbracketed numbers represent receivables and bracketed numbers represent payables.

SEE EXHIBIT SOFA-3b - Officers/Directors for W. R. Grace & Co.-Conn.

4. Suits and administrative proceedings, executions, garnishments, and attachments.

- a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case.

NOTE: In the ordinary course of business, the Debtor participates in a large number of lawsuits, arbitrations, administrative and other proceedings, involving federal, state, local, and, in some cases, foreign laws. The Debtor has used reasonable efforts to identify such proceedings, however, the Debtor reserves all rights to amend Statement 4a as necessary or appropriate to identify any additional proceedings. The Debtor reserves all rights on behalf of itself and its estate to commence and pursue any and all causes of action or defenses it may possess in the matters listed below and the failure to list any particular action or proceeding herein is not intended to, and does not, limit the rights of the Debtor or its successors or assigns, if any, from pursuing such causes of action, defenses, counterclaims or cross-claims in any such action or proceeding. This listing shall not constitute an admission by any Debtor that the actions or proceedings herein were filed against any particular Debtor and the Debtor reserves its right to assert that neither the Debtor nor any other Debtor in the Chapter 11 Cases is an appropriate party to such actions or proceedings.

In re: Creative Food 'N Fun Company, Debtor

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CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OF DISPOSITION
William C. Baker, Eber E. Jaques, Bradford H. Miller, Montgomery R. Fisher, Sharon R. Ormsbee, Marilyn Rea, The Fisher Trust v. Del Taco, Inc.; W. R. Grace & Co.; Creative Food 'N Fun Company, DEL TACO, INC., ET AL Case No. 758512	Contract litigation	Superior Court, Orange County, California	Pending

- b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case.

NONE

5. Repossessions, foreclosures, and returns.

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case.

NONE

6. Assignments and receiverships.

- a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case.

NONE

In re: Creative Food 'N Fun Company, Debtor

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- b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case.

NONE

7. Gifts.

List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient.

NONE

8. Losses.

List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case.

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
Owned building – former Del Taco location – Phoenix City, Alabama - \$250,000-275,000	Fire loss covered by policy subject to \$100,000 deductible. Loss not yet settled.	August 23, 2000

The Debtor may, from time to time, incur losses due to theft and damage in the ordinary course of business, which are below the Debtor's property insurance deductible of \$100,000. Such losses, which would be paid directly by the Debtor, are not tracked centrally by the Debtor in the ordinary course of business, and therefore, are not itemized here. These losses do not include third-party claims against the Debtor such as general liability, product liability and auto liability claims.

In re: Creative Food 'N Fun Company, Debtor

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9. Payments related to debt counseling or bankruptcy.

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, or consultation concerning debt consolidation, relief under the bankruptcy laws, preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

NONE

10. Other transfers.

List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF TRANSFeree AND RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
D&B Pizza Attn: David R. Ingram Rt. 3 Box 11-A Cumby, TX 75433 Relationship: Contract Buyer	5/30/00	Description: 2200 Live Oak Street Commerce, TX Consideration: \$140,000
Danny Foix & Calvin D. Towry (Partners) P.O. Box 4393 Wichita Falls, TX 76308 Relationship: Contract Buyer	5/25/00	Description: 3900 Sheppard Access Road Wichita Falls, TX Consideration: \$225,000

11. Closed financial accounts.

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit

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unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions.

NONE

12. Safe deposit boxes.

List each safe deposit box or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case.

NONE

13. Setoffs.

List all setoffs made by any creditor, including a bank, against debts or deposits of the debtor within 90 days preceding the commencement of this case.

NONE

14. Property held for another person.

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF PERSON	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Hua Xing Zhou & Li G. Yang dba China Buffet1 515 Alta Vista Drive Columbus, GA 39107	NonResLease security deposit - \$3,300 DT6032 - Phenix City, AL	W.R. Grace & Co. - Conn. 7500 Grace Drive Columbia, MD
Memorial Equities 14510 Memorial Dr Houston, TX 77079	NonResLease security deposit - \$5,000 DT9314 - Houston, TX	W.R. Grace & Co. - Conn. 7500 Grace Drive Columbia, MD

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15. Prior address of debtor.

If the debtor has moved within the two years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case.

ADDRESS	NAME USED	DATES OF OCCUPANCY
1750 Clint Moore Road Boca Raton, FL 33486	Creative Food 'N Fun Company	6/1998 to 8/1999

16. Nature, location, and name of business.

- a. If the debtor is an individual, list the names and addresses of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was a self-employed professional within the two years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the two years immediately preceding the commencement of this case.

N/A

- b. If the debtor is a partnership, list the names and addresses of all businesses in which the debtor was a partner or owned 5 percent or more of the voting securities, within the two years immediately preceding the commencement of this case.

N/A

- c. If the debtor is a corporation, list the names and addresses of all businesses in which the debtor was a partner or owned 5 percent or more of the voting securities, within the two years immediately preceding the commencement of this case.

NONE

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17. Books, records and financial statements.

- a. List all bookkeepers and accountants who within the six years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Robert Tarola, 7500 Grace Drive Columbia, MD 21044	5/99 - Present
Kathleen Brown 1 Town Center Rd, Boca Raton, FL 33486 1750 Clint Moore Road Boca Raton, FL 33486	3/31/96 – 5/99
Richard Sukenik, 1 Town Center Rd, Boca Raton, FL 33486	4/2/95 - 3/31/96

- b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

PricewaterhouseCoopers, LLP
250 W. Pratt Street Suite 2100
Baltimore, MD 21201

PricewaterhouseCoopers, LLP audits the consolidated financial statements for the Debtor including the two years immediately preceding the filing.

- c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Robert Tarola	7500 Grace Drive, Columbia MD 21044

In re: Creative Food 'N Fun Company, Debtor

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- d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the two years immediately preceding the commencement of this case by the debtor.

The Debtors provide financial statements in the ordinary course of business, and in compliance with federal securities laws and other regulations, to various parties including regulatory agencies, financial institutions, shareholders, investment banks, customers, vendors and attorneys. The Debtors have not maintained records of the parties who requested or obtained copies of the Debtors' financial statements, and therefore, such parties are not listed herein.

18. Inventories.

- a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

NONE

- b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

NONE

19. Current Partners, Officers, Directors and Shareholders.

- a. If the debtor is a partnership, list the nature and percentage of partnership interest of partnership interest of each member of the partnership.

N/A

In re: Creative Food 'N Fun Company, Debtor

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- b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting securities of the corporation.

NAME AND ADDRESS	TITLE	NAME AND PERCENTAGE OF STOCK OWNERSHIP
Del Taco Restaurants, Inc. 7500 Grace Drive Columbia, MD 21044	Parent Company	100%
W. Brian McGowan 7500 Grace Drive Columbia, MD 21044	Director / President	0%
Akos L. Nagy 7500 Grace Drive Columbia, MD 21044	Director / Vice President	0%
Paul J. Norris 7500 Grace Drive Columbia, MD 21044	Director	0%
Robert M. Tarola 7500 Grace Drive Columbia, MD 21044	Vice President / Treasurer	0%
David B. Siegel 7500 Grace Drive Columbia, MD 21044	Vice President / Assistant Secretary	0%
Elyse Napoli Filon 5400 Broken Sound Blvd NW Suite 300 Boca Raton, FL 33487	Assistant Treasurer	0%
David Nakashige 5400 Broken Sound Blvd NW Suite 300 Boca Raton, FL 33487	Assistant Treasurer	0%
Mark A. Shelnitz 7500 Grace Drive Columbia, MD 21044	Secretary	0%

In re: Creative Food 'N Fun Company, Debtor

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20. Former partners, officers, directors, and shareholders.

- a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

N/A

- b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Timothy M. Cremin 5400 Broken Sound Blvd NW Suite 300 Boca Raton, FL 33487	Assistant Treasurer	December 31, 2000

21. Withdrawals from a partnership or distributions by a corporation.

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

SEE RESPONSE TO 3b.

In re: Creative Food 'N Fun Company, Debtor

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DECLARATION

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that to the best of my knowledge and belief they are true and correct.

Date 5/24/01

Date _____

Signature  _____
of Debtor

Signature _____
of Joint Debtor
(if any)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
CREATIVE FOOD 'N FUN COMPANY)	Case No. 01-01149 (JFF)
)	
Debtor.)	

SCHEDULES OF ASSETS AND LIABILITIES

KIRKLAND & ELLIS
James H.M. Sprayregen
James W. Kapp III
Samuel A. Schwartz
Roger J. Higgins
200 East Randolph Drive
Chicago, Illinois 60601
(312) 861-2000

and

PACHULSKI, STANG, ZIEHL, YOUNG &
JONES P.C.
Laura Davis Jones
Hamid R. Rafatjoo
David W. Carickhoff, Jr.
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705
(302) 652-4100

Co-counsel for the Debtors and Debtors
in Possession

GENERAL NOTES REGARDING THE DEBTOR'S
SCHEDULES OF ASSETS AND LIABILITIES

1. The Schedules and Statements have been prepared by the Debtor's Management and are unaudited. While management of the Debtor has made every effort to ensure that the Schedules and Statements are accurate and complete based on information that was available at the time of preparation, the subsequent receipt of information may result in material changes in financial data contained in the Schedules and Statements and inadvertent errors or omissions may exist. To the extent the Debtor discovers additional information that may suggest a material difference, the Debtor will amend the Schedules and Statements to reflect such changes. Accordingly, the Debtor reserves all rights to amend its Schedules and Statements as may be necessary or appropriate.
2. It would be prohibitively expensive and unduly burdensome to obtain current market valuations of the Debtor's property interests. Accordingly, unless otherwise indicated, net book values, rather than current market values, of the Debtor's interests in property are reflected on the Debtor's Schedules.
3. Any failure to designate a claim on the Debtor's Schedules as "disputed," "contingent" or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed," "contingent" or "unliquidated." The Debtor reserves the right to dispute, or to assert offsets or defenses to, any claim reflected on its Schedules as to amount, liability or classification or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated."
4. While every effort has been made to file complete and accurate Schedules, inadvertent errors or omissions may exist. The Debtor reserves all rights to amend its Schedules as necessary or appropriate.
5. Unless otherwise indicated, all amounts are listed as of April 2, 2001 (the "Commencement Date"), the date each Debtor commenced its chapter 11 case (collectively, the "Chapter 11 Cases").
6. The Debtors have been parties to a substantial number of business transactions and relationships since the formation of the original W. R. Grace & Co. over 100 years ago, including, without limitation, acquisitions or divestments of businesses, purchases, sales or leases of real property, joint ventures and partnerships. In connection with those transactions and relationships, the Debtor may have rights under indemnities and other contract provisions. The Debtor has conducted due diligence to identify potential claims which the Debtor may have in connection with such transactions or relationships, but may not be able to identify all such potential claims as of the Commencement Date. The Debtor reserves all rights to amend this Schedule as may be necessary or appropriate to reflect such claims.

7. In the ordinary course of business, persons, entities or governmental instrumentalities (a) may assert liens against the Debtor, such as tax, water and sewage, mechanics', materialmen's, warehouseman's or carrier's liens, or (b) may assert claims against letters of credit, surety bonds, or guarantees, issued on behalf of the Debtor, such as standby letters of credit and bonds relating to environmental remediation, customs bonds and appeals bonds, as to which the Debtor may have liability. The Debtor has conducted due diligence to identify such liens and claims, but may not have received notice of all such claims as of the Commencement Date and therefore, such liens or claims may not be listed herein. The Debtor reserves all rights to amend its Schedules as may be necessary or appropriate to reflect such claims.
8. The Debtors in the Chapter 11 Cases have made every effort to allocate assets among Debtor subsidiaries and affiliates based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of assets among Debtor subsidiaries and affiliates may change.
9. The Debtors in the Chapter 11 Cases have made every effort to allocate liabilities between the prepetition and postpetition periods, as well as among Debtor subsidiaries and affiliates, based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods between Debtor subsidiaries and affiliates may change.
10. The claims of individual creditors for, among other things, goods, products, services or taxes are listed as the amounts entered on the Debtor's books and records and do not reflect credits or allowances due from such creditors to the Debtor. The Debtor reserves all of its rights respecting such credits and allowances.

In re: Creative Food 'N Fun Company, Debtor

Case No.:

01-01149

SUMMARY OF SCHEDULES

Indicate as to each schedule whether the schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, C, D, E, F, G, H, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	AMOUNTS SCHEDULED		
			ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$0.00		
B - Personal Property	YES	3	\$23,513,305.00		
C - Property Claimed as Exempt	YES	1			
D - Creditors Holding Secured Claims	YES	2		\$0.00	
E - Creditors Holding Unsecured Priority Claims	YES	2		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	16		\$41,457.00	
G - Executory Contracts and Unexpired Leases	YES	3			
H - Codebtors	YES	2			
I - Current Income of Individual Debtor(s)	NO	0			N/A
J - Current Expenditures of Individual Debtor(s)	NO	0			N/A
Total Number of Sheets in ALL Schedules		30			
Total Assets			\$23,513,305.00		
Total Liabilities				\$41,457.00	

24-May-01

Note: The amounts listed in the table above include intercompany balances between the Debtor and its debtor and non-debtor subsidiaries and affiliates and would not be representative of the Debtor's financial position on a consolidated basis.

In re: Creative Food 'N Fun Company, Case No. 01-01149

SCHEDULE A - REAL PROPERTY

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTORS INTEREST IN PROPERTY	CURRENT BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR MORTGAGE	AMOUNT OF SECURED CLAIM OR MORTGAGE
None	None	\$0	
Total		\$0	

In re: Creative Food 'N Fun Company, Debtor Case No. 01-01149**SCHEDULE B - PERSONAL PROPERTY**

Note: The amounts listed in this schedule include intercompany balances between the Debtor and its debtor and non-debtor subsidiaries and affiliates and would not be representative of the Debtor's financial position on a consolidated basis.

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	NONE		
2. Checking, saving or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	NONE		
3. Security deposits with public utilities, telephone companies, landlords, and others.	NONE		
4. Household goods and furnishings, including audio, video, and computer equipment.	NONE		
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	NONE		
6. Wearing apparel.	NONE		
7. Furs and jewelry.	NONE		
8. Firearms and sports, photographic, and other hobby equipment.	NONE		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Debtor has insurance coverage through various policies maintained by W. R. Grace & Co. (see Exhibit B-9 on W. R. Grace & Co. for a list of insurance policies).	Deductibles and limits per policy
10. Annuities. Itemize and name each issuer.	NONE		
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.	NONE		
12. Stock and interests in incorporated and unincorporated businesses. Itemize.	NONE		
13. Interests in partnerships or joint ventures. Itemize.	NONE		
14. Government and corporate bonds and other negotiable and nonnegotiable instruments.	NONE		
15. Accounts Receivable.	NONE		
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	NONE		

In re: Creative Food 'N Fun Company, Debtor Case No. 01-01149**SCHEDULE B - PERSONAL PROPERTY**

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
17. Other liquidated debts owing debtor including tax refunds. Give particulars.	NONE		
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	NONE		
19. Contingent and non-contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	NONE		
20. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	NONE		
21. Patents, copyrights, and other intellectual property. Give particulars.		Debtor may have patents, trademarks and copyrights as shown on Exhibit B-21 – W. R. Grace & Co. – Conn.	\$0
22. Licenses, franchises, and other general intangibles. Give particulars.	NONE		
23. Automobiles, trucks, trailers, and other vehicles.	NONE		
24. Boats, motors, and accessories.	NONE		
25. Aircraft and accessories.	NONE		
26. Office equipment, furnishings, and supplies.	NONE		
27. Machinery, fixtures, equipment and supplies used in business.	NONE		
28. Inventory.	NONE		
29. Animals.	NONE		
30. Crops - growing or harvested. Give particulars.	NONE		
31. Farming equipment and implements.	NONE		
32. Farms supplies, chemicals, and feed.	NONE		
33. Other personal property of any kind not already listed. Itemize.		Intercompany Trade Receivable:	
		W. R. Grace & Co. – Conn. 7500 Grace Drive Columbia, MD 21044	\$2,982,481
		Del Taco Restaurants, Inc. 3901 Roswell Road Suite 337 Roswell, GA 30062	\$20,530,824
Total			\$23,513,305.00

In re: Creative Food 'N Fun Company, Debtor Case No. 01-01149

SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
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In re: Creative Food 'N Fun Company, Debtor Case No. 01-01149

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

[illegible]

In re: Creative Food 'N Fun Company, Case No. 01-01149

SCHEDULE D

CREDITORS HOLDING SECURED CLAIMS

GENERAL NOTES

The Debtors in the Chapter 11 Cases have been a party to a substantial number of business transactions and relationships since the formation of the original W.R. Grace & Co. over 100 years ago, including, without limitation, acquisitions or divestments of businesses, purchases, sales or leases of real property, joint ventures and partnerships. In connection with those transactions and relationships, the Debtor may have rights under indemnities and other contract provisions. The Debtor has conducted due diligence to identify potential claims which the Debtor may have in connection with such transactions or relationships, but may not be able to identify all such potential claims as of the Commencement Date. The Debtor reserves all rights to amend this Schedule as may be necessary or appropriate to reflect such claims.

In re: CREATIVE FOOD 'N FUN COMPANY Debtor, Case No. 01-01149

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
None				

In re: Creative Food 'N Fun Company, Case No. 01-01149

SCHEDULE E

CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

GENERAL NOTES

1. By Orders of the Bankruptcy Court dated April 2, 2001, the Debtor is authorized to pay the following prepetition claims:
 - a. employee wages, salaries and other compensation for current employee wages and benefits earned within 90 days of the Commencement Date;
 - b. workers' compensation for all current and former employees; and
 - c. certain reimbursable employee expenses and benefits.

Accordingly, such claims are not listed on Schedule E.

2. By Orders of the Bankruptcy Court dated April 2, 2001, the Debtor received authority to pay prepetition sales and use taxes owed to state and local taxing authorities. Thus, sales and use taxes are not listed on Schedule E.
3. The Debtor's characterization of these claims as priority claims is preliminary in nature and the Debtor reserves its rights to dispute or challenge whether such claims are entitled to priority status.

In re: CREATIVE FOOD 'N FUN COMPANY, Case No. 01-01149

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMSTaxes and Certain Other Debts Owed to Governmental Units
TYPE OF PRIORITY

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT, UNLIQUIDATED DISPUTED	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
1684902 - 10069468 STATE OF ALABAMA DEPARTMENT OF REVENUE 4112 GORDON PERSONS BLDG. 50 N. RIPLEY STREET MONTGOMERY AL 36132	TAXES, INTEREST AND PENALTIES ALL OPEN TAX YEARS	Contingent, Disputed, Unliquidated	Unknown	Unknown
1684903 - 10069469 STATE OF GEORGIA DEPARTMENT OF REVENUE 270 WASHINGTON STREET, SW ATLANTA GA 30334	TAXES, INTEREST AND PENALTIES ALL OPEN TAX YEARS	Contingent, Disputed, Unliquidated	Unknown	Unknown
1684904 - 10069470 STATE OF NEW YORK DEPARTMENT OF TAXATION AND FINANCE W. A. HARRIMAN CAMPUS BUILDING #9 ALBANY NY 12227-0125	TAXES, INTEREST AND PENALTIES ALL OPEN TAX YEARS	Contingent, Disputed, Unliquidated	Unknown	Unknown
1684905 - 10069471 STATE OF NORTH CAROLINA DEPARTMENT OF REVENUE 501 N. WILMINGTON STREET P. O. BOX 25000 RALEIGH NC 27640	TAXES, INTEREST AND PENALTIES ALL OPEN TAX YEARS	Contingent, Disputed, Unliquidated	Unknown	Unknown
1684906 - 10069472 STATE OF TENNESSEE DEPARTMENT OF REVENUE ANDREW JACKSON STATE OFFICE BLDG. 500 DEADERICK STREET NASHVILLE TN 37242	TAXES, INTEREST AND PENALTIES ALL OPEN TAX YEARS	Contingent, Disputed, Unliquidated	Unknown	Unknown
1684907 - 10069473 STATE OF TEXAS COMPTROLLER OF PUBLIC ACCOUNTS LBJ STATE OFFICE BUILDING 111 E. 17 STREET AUSTIN TX 78774	TAXES, INTEREST AND PENALTIES ALL OPEN TAX YEARS	Contingent, Disputed, Unliquidated	Unknown	Unknown
		TOTAL:	Unknown	

In re: Creative Food 'N Fun Company, Case No. 01-01149

SCHEDULE F

CREDITORS HOLDING UNSECURED NON-PRIORITY CLAIMS

GENERAL NOTES

1. The Debtors in the Chapter 11 Cases have been a party to a substantial number of business transactions and relationships since the formation of the original W.R. Grace & Co. over 100 years ago, including, without limitation, acquisitions or divestments of businesses, purchases, sales or leases of real property, joint ventures and partnerships. In connection with those transactions and relationships, the Debtor may have rights under indemnities and other contract provisions. The Debtor has conducted due diligence to identify potential claims which the Debtor may have in connection with such transactions or relationships, but may not be able to identify all such potential claims as of the Commencement Date. The Debtor reserves all rights to amend this Schedule as may be necessary or appropriate to reflect such claims.
2. In the ordinary course of business, persons, entities or governmental instrumentalities (a) may assert liens against the Debtor, such as tax, water and sewerage, mechanics', materialmen's, warehouseman's or carrier's liens, or (b) may assert claims against letters of credit, surety bonds, or guarantees, issued on behalf of the Debtor, such as standby letters of credit and bonds relating to environmental remediation, customs bonds and appeals bonds, as to which the Debtor may have liability. The Debtor has conducted due diligence to identify such liens and claims, but may not have received notice of all such claims as of the Commencement Date and therefore, such liens or claims may not be listed herein. The Debtor reserves all rights to amend its Schedules as may be necessary or appropriate.
3. By Orders of the Bankruptcy Court dated April 2, 2001, the Debtor is authorized to pay certain prepetition claims relating to the Debtor's customer programs and practices, including, without limitation, certain product guarantees and warranties and certain licensing fees and expenses. Accordingly, such claims are not listed on Schedule F.

In re: Creative Food 'N Fun Company, Case No. 01-01149

SCHEDULE F

CREDITORS HOLDING UNSECURED NON-PRIORITY CLAIMS

GENERAL NOTES - Continued

4. The environmental claims set forth on Schedule F of W.R. Grace & Co. – Conn., were asserted against W. R. Grace & Co., W.R. Grace & Co. - Conn. and/or Remedium Group, Inc. The Debtor is not able to determine in all instances which Debtor in the Chapter 11 Cases the claims were filed against. Thus, environmental claims were only included on Schedule F of W.R. Grace & Co. – Conn. This listing shall not constitute an admission by any Debtor that the environmental claims herein were filed against any particular Debtor and the Debtor reserves its right to assert that neither the Debtor nor any other Debtor in the Chapter 11 Cases is an appropriate party to such actions or proceedings.
5. Certain asbestos claims may have been asserted against the Debtor, however, the Debtor is not able to determine in all instances which other Debtors in the Chapter 11 Cases the claims were filed against. Thus, asbestos claims are only listed on Schedule F of W.R. Grace & Co. - Conn. The listing therein shall not constitute an admission by the Debtor that the asbestos claims herein were filed against any particular Debtor and the Debtor reserves its right to assert that neither the Debtor nor any other Debtor in the Chapter 11 Cases is an appropriate party to such actions or proceedings.

In re: CREATIVE FOOD 'N FUN COMPANY, Case No. 01-01149

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT, UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM
1672303 - 10059955 5018 PEACHTREE LLC Attn RAYMOND L. MOSS GM 5018 PEACHTREE INDUSTRIAL ROAD CHAMBLEE GA 30341	EXPIRED OR TERMINATED LEASE DEL TACO #3003 CHAMBLEE GA	Contingent, Disputed, Unliquidated	Unknown
1672621 - 10060881 A. COPELAND ENTERPRISES INC POPEYES CHICKEN & BISCUITS GEN COUN 1333 S. CLEARVIEW PARKWAY JEFFERSON LA 70121	LEASE GUARANTY DT2009-HUMBLE TX	Contingent, Disputed, Unliquidated	Unknown
1672622 - 10060882 A. COPELAND ENTERPRISES INC POPEYES CHICKEN & BISCUITS GEN COUN 1333 S. CLEARVIEW PARKWAY JEFFERSON LA 70121	LEASE GUARANTY DT2042-HOUSTON TX	Contingent, Disputed, Unliquidated	Unknown
1672623 - 10060883 A. COPELAND ENTERPRISES INC POPEYES CHICKEN & BISCUITS GEN COUN 1333 S. CLEARVIEW PARKWAY JEFFERSON LA 70121	LEASE GUARANTY DT2045-SPRING TX	Contingent, Disputed, Unliquidated	Unknown
1128285 - 10060277 AMRECOP REALTY INC. GEN COUNSEL 16415 ADDISON ROAD SUITE 200 LB #6 DALLAS TX 75248	LEASE GUARANTY DT1064-LANCASTER TX	Contingent, Disputed, Unliquidated	Unknown
1128760 - 10065378 ANNA JACOB CORP. Attn DBA TEXAS BURGER HUNTSVILLE P. O. BOX 429 MADISONVILLE TX 77864	EXPIRED OR TERMINATED LEASE DT9318 - HUNTSVILLE TX	Contingent, Disputed, Unliquidated	Unknown
1144289 - 10326530 BAKER WILLIAM C c/o CORBETT STEELMAN 18200 VON KARMAN AVE SUITE 200 IRVINE CA 92715	GENERAL LITIGATION	Contingent, Disputed, Unliquidated	Unknown
1128428 - 10060519 BARRAND INC GEN COUNSEL 6607 CLEARHAVEN CIRCLE DALLAS TX 75248	LEASE GUARANTY DT1064-LANCASTER TX	Contingent, Disputed, Unliquidated	Unknown
1128295 - 10060282 BISSNOTT/BELTWAY PLAZA LTD. GEN COUNSEL 1250 W. BELT SOUTH SUITE 602 HOUSTON TX 77042	LEASE GUARANTY DT9311-HOUSTON TX	Contingent, Disputed, Unliquidated	Unknown
1128747 - 10065385 BRADFORD MILLER ONE BROOKHOLLOW DR. SANTA ANA CA 92705	EXPIRED OR TERMINATED LEASE DEL TACO - CALIFORNIA	Contingent, Disputed, Unliquidated	Unknown

In re: CREATIVE FOOD 'N FUN COMPANY, Case No. 01-01149

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT, UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM
1128747 - 10065385 BRADFORD MILLER ONE BROOKHOLLOW DR. SANTA ANA CA 92705	GENERAL LITIGATION DEL TACO - CALIFORNIA	Contingent, Disputed, Unliquidated	Unknown
1128281 - 10060290 CEDAR SQUARE GEN COUNSEL 1600 AIRPORT FREEWAY SUITE 500 BEDFORD TX 76022	LEASE GUARANTY DT1012-DUNCANVILLE TX	Contingent, Disputed, Unliquidated	Unknown
1672527 - 10060702 COLUMN FINANCIAL INC. GENERAL COUNSEL 3414 PEACHTREE RD. NE SUITE 1140 ATLANTA GA 30326-1113	CONTRACT LIABILITY DT9308-HOUSTON TX	Contingent, Disputed, Unliquidated	Unknown
1672294 - 10059946 D&B PIZZA Attn DAVID R. INGRAM PRESIDENT RT. 3 BOX 11-A CUMBY TX 75433	REAL ESTATE SALE POST CLOSING DEL TACO #9306 COMMERCE TX	Contingent, Disputed, Unliquidated	Unknown
1672295 - 10059947 DANNY FOIX & CALVIN D. TOWRY P.O. BOX 4393 WICHITA FALLS TX 76308	REAL ESTATE SALE POST CLOSING DEL TACO #9312 WICHITA FALLS TX	Contingent, Disputed, Unliquidated	Unknown
1128743 - 10065394 DEL TACO, INC. Attn GENERAL COUNSEL 1800 WEST KATELLA ORANGE CA 92667	EXPIRED OR TERMINATED LEASE DEL TACO - CALIFORNIA	Contingent, Disputed, Unliquidated	Unknown
1128748 - 10065396 EBER E. JACQUES 1053 GRANDVILLE NEWPORT BEACH CA 92660	EXPIRED OR TERMINATED LEASE DEL TACO - CALIFORNIA	Contingent, Disputed, Unliquidated	Unknown
1128748 - 10065396 EBER E. JACQUES 1053 GRANDVILLE NEWPORT BEACH CA 92660	GENERAL LITIGATION DEL TACO - CALIFORNIA	Contingent, Disputed, Unliquidated	Unknown
1672305 - 10059957 FIRST HARRIS ASSOCIATES INC. Attn LOEB PARTNERS REALTY JAMES GRAVES 521 FIFTH AVENUE NEW YORK NY 10175	EXPIRED OR TERMINATED LEASE DEL TACO/FIRST HARRIS (AFFECTED SITES - MONTFORD DR. DALLAS TX & SKILLMAN ROAD DALLAS TX)	Contingent, Disputed, Unliquidated	Unknown
1128752 - 10065398 FIRST HARRIS ASSOCIATES, LTD. Attn FHAI, INC. 521 FIFTH AVE. NEW YORK NY 10175	EXPIRED OR TERMINATED LEASE DT1021 - DALLAS TX	Contingent, Disputed, Unliquidated	Unknown
1128753 - 10065399 FIRST HARRIS ASSOCIATES, LTD. Attn FHAI, INC. 521 FIFTH AVE. NEW YORK NY 10175	EXPIRED OR TERMINATED LEASE DT9305 - SULPHUR SPRINGS TX	Contingent, Disputed, Unliquidated	Unknown

In re: CREATIVE FOOD 'N FUN COMPANY, Case No. 01-01149

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT, UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM
1128755 - 10065400 FIRST HARRIS ASSOCIATES, LTD. Attn FHAL, INC. 521 FIFTH AVE. NEW YORK NY 10175	EXPIRED OR TERMINATED LEASE DT9306 - COMMERCE TX	Contingent, Disputed, Unliquidated	Unknown
1128757 - 10065401 FIRST HARRIS ASSOCIATES, LTD. Attn FHAL, INC. 521 FIFTH AVE. NEW YORK NY 10175	EXPIRED OR TERMINATED LEASE DT9312 - WITCHITA FALLS TX	Contingent, Disputed, Unliquidated	Unknown
1128759 - 10065402 FIRST HARRIS ASSOCIATES, LTD. Attn FHAL, INC. 521 FIFTH AVE. NEW YORK NY 10175	EXPIRED OR TERMINATED LEASE DT9318 - HUNTSVILLE TX	Contingent, Disputed, Unliquidated	Unknown
1694481 - 10328013 FISHER MONTGOMERY R	GENERAL LITIGATION	Contingent, Disputed, Unliquidated	Unknown
1128749 - 10065404 FISHER TRUST AGREEMENT 2126 COTNER LOS ANGELES CA 90025	EXPIRED OR TERMINATED LEASE DEL TACO - CALIFORNIA	Contingent, Disputed, Unliquidated	Unknown
1494983 - 10326882 FISHER TRUST, THE c/o CORBETT STEELMAN 18200 VON KARMAN AVE SUITE 200 IRVINE CA 92715	GENERAL LITIGATION	Contingent, Disputed, Unliquidated	Unknown
1128620 - 10060524 FUCO INC Attn MR. CHEN-LUNG YEN 2041 TOWN EAST BLVD. MESQUITE TX 75150	LEASE ASSIGNMENT DT9313-MESQUITE TX	Contingent, Disputed, Unliquidated	Unknown
1694411 - 10327944 GLOUCESTER NEW COMMUNITIES CO, INC. VILLAGE DRIVE SWEDESBORO NJ 08085	INTERCOMPANY PAYABLE		\$33,157.00
1128292 - 10060317 GULF PACIFIC AMERICA INC. MAR-GULF MANAGEMENT CO. GEN COUNSEL 7083 HOLLYWOOD BLVD. SUITE 304 LOS ANGELES CA 90028	CONTRACT LIABILITY DT6032-PHENIX CITY AL	Contingent, Disputed, Unliquidated	Unknown
1128762 - 10065416 GULF PACIFIC AMERICA, INC. Attn MAR-GULF MANAGEMENT CO. 7083 HOLLYWOOD BLVD. SUITE 304 LOS ANGELES CA 90028	EXPIRED OR TERMINATED LEASE DT9503 - ORLANDO FL	Contingent, Disputed, Unliquidated	Unknown
1128297 - 10060319 HORNBERGER BROS. PROPERTIES INC. P. O. BOX 542178 HOUSTON TX 77254-2178	EXPIRED OR TERMINATED LEASE DT9314-HOUSTON TX	Contingent, Disputed, Unliquidated	Unknown

In re: CREATIVE FOOD 'N FUN COMPANY, Case No. 01-01149

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT, UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM
1682165 - 10066323 HUA XING ZHOU & LI G. YANG DBA CHINA BUFFET 1515 ALTA VISTA DRIVE COLUMBUS GA 39107	SECURITY DEPOSIT DT6032 - PHENIX CITY, AL		\$3,300.00
1672624 - 10060884 HUA XING ZZHAU & L.G. GANG 1515 ALTA VISTA DRIVE COLUMBUS GA 39107	EXPIRED OR TERMINATED LEASE DT6032 - PHENIX CITY AL	Contingent, Disputed, Unliquidated	Unknown
1672625 - 10060885 HUA XING ZZHAU & L.G. GANG 300 NORTH DEAN ROAD AUBURN AL 36830	EXPIRED OR TERMINATED LEASE DT6032 - PHENIX CITY AL	Contingent, Disputed, Unliquidated	Unknown
1128280 - 10060322 INGE INVESTMENT INC. MR. CHARLES INGE 3415 MILTON STREET DALLAS TX 75205	LEASE GUARANTY DT1008-PLANO TX	Contingent, Disputed, Unliquidated	Unknown
1128289 - 10060324 J.P. FORNEY JR. TRUSTEE 947 NELLIE ESPERSON BLDG. HOUSTON TX 77002	LEASE GUARANTY DT2042-HOUSTON TX	Contingent, Disputed, Unliquidated	Unknown
1128296 - 10060327 JIM DANDY'S FAST FOOD INC. Attn ROSS PETERSON CHAIRMAN GEN COUNSEL 3301 PLAZA DEL PAZ LAS VEGAS NV 89102	LEASE ASSIGNMENT DT9313-MESQUITE TX	Contingent, Disputed, Unliquidated	Unknown
1128287 - 10060329 JOHN H. BAKER III 1177 W. LOOP SOUTH SUITE 1177 HOUSTON TX 77027	LEASE GUARANTY DT2009-HUMBLE TX	Contingent, Disputed, Unliquidated	Unknown
1128744 - 10065420 KENDALL C. SIMPSON 4 UPPER NEWPORT PLAZA SUITE 102 NEWPORT BEACH CA 92660	EXPIRED OR TERMINATED LEASE DEL TACO - CALIFORNIA	Contingent, Disputed, Unliquidated	Unknown
1128758 - 10065423 LALANI/REG. FOOD SYSTEMS #9312 1111-B HOLLIDAY WICHITA FALLS TX 76301	EXPIRED OR TERMINATED LEASE DT9312 - WICHITA FALLS TX	Contingent, Disputed, Unliquidated	Unknown
1128286 - 10060343 LONGVIEW REALTY GEN COUNSEL 401 EAST 7TH ST. ODESSA TX 79760	LEASE GUARANTY DT1230-LONGVIEW TX	Contingent, Disputed, Unliquidated	Unknown
1128745 - 10065430 MARILYN LEE REA 1400 S. OAK KNOLL RD. PASADENA CA 91106	EXPIRED OR TERMINATED LEASE DEL TACO - CALIFORNIA	Contingent, Disputed, Unliquidated	Unknown

In re: CREATIVE FOOD 'N FUN COMPANY, Case No. 01-01149

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT, UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM
1128745 - 10065430 MARILYN LEE REA 1400 S. OAK KNOLL RD. PASADENA CA 91106	GENERAL LITIGATION DEL TACO - CALIFORNIA	Contingent, Disputed, Unliquidated	Unknown
1128606 - 10060525 MEMORIAL EQUITIES Attn MR. ALEX FOUAD 14510 MEMORIAL DRIVE HOUSTON TX 77079	CONTRACT LIABILITY DT9314-HOUSTON TX	Contingent, Disputed, Unliquidated	Unknown
1682166 - 10066324 MEMORIAL EQUITIES 14510 MEMORIAL DR. HOUSTON TX 77079	SECURITY DEPOSIT DT9314 - HOUSTON, TX		\$5,000.00
1128288 - 10060358 NORTHBOROUGH SQUARE LIMITED GEN COUNSEL 580 WESTLAKE PARK BLVD. SUITE 810 HOUSTON TX 77079	LEASE GUARANTY DT2033-HOUSTON TX	Contingent, Disputed, Unliquidated	Unknown
1128282 - 10060363 PEPPER SQ. VENTURE 1 MCCUTCHIN PROPERTIES - GEN COUNSEL 14902 PRESTON RD. SUITE 201 DALLAS TX 75240	LEASE GUARANTY DT1018-DALLAS TX	Contingent, Disputed, Unliquidated	Unknown
1128279 - 10060355 PETER D. FONBERG TRUSTEE MR. PETER D. FONBERG TRUSTEE 5452 GLEN LAKES DRIVE SUITE 203 DALLAS TX 75231	LEASE GUARANTY DT1004-CARROLLTON TX	Contingent, Disputed, Unliquidated	Unknown
1128318 - 10060366 PINATA INC. NEWCO MANAGEMENT CO. INC. GEN COUNSEL 6320 CANOGA AVE. SUITE 1430 WOODLAND HILLS CA 91367-2591	CONTRACT LIABILITY DT3054-CEDARTOWN GA	Contingent, Disputed, Unliquidated	Unknown
1128761 - 10065442 PINATA, INC. Attn NEWCO MANAGEMENT CO., INC. 6320 CANOGA AVE. SUITE 1430 WOODLAND HILLS CA 91367-2591	EXPIRED OR TERMINATED LEASE DT9501 - WINTER PARK FL	Contingent, Disputed, Unliquidated	Unknown
1128764 - 10065443 PINATA, INC. Attn NEWCO MANAGEMENT CO., INC. 6320 CANOGA AVE. SUITE 1430 WOODLAND HILLS CA 91367-2591	EXPIRED OR TERMINATED LEASE DT3003 - CHAMBLEE GA	Contingent, Disputed, Unliquidated	Unknown
1128290 - 10060376 PRINCIPAL MUTUAL LIFE INS. CO. GEN COUNSEL P. O. BOX 10387 DES MOINES IA 50306	LEASE GUARANTY DT2043-HOUSTON TX	Contingent, Disputed, Unliquidated	Unknown

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT, UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM
1128291 - 10060377 PRINCIPAL MUTUAL LIFE INS. CO. GEN COUNSEL P. O. BOX 10387 DES MOINES IA 50306	LEASE GUARANTY DT2045-SPRING TX	Contingent, Disputed, Unliquidated	Unknown
1672290 - 10059942 RANDAL K. KOPELMAN 6215 SOUTH ORANGE BLOSSOM TRAIL ORLANDO FL 32807	REAL ESTATE SALE POST CLOSING DEL TACO #9503 S. SEMORAN ORLANDO FL	Contingent, Disputed, Unliquidated	Unknown
1128763 - 10065436 RANDALL K. KOPELMAN Attn DUNKIN DONUTS 6215 S. ORANGE BLOSSOM TRAIL ORLANDO FL 32809	EXPIRED OR TERMINATED LEASE DT9503 - ORLANDO FL	Contingent, Disputed, Unliquidated	Unknown
1128754 - 10065444 ROYAL CHINA #9305 Attn JACK KUANG-SUI 5403 WESLEY STREET GREENVILLE TX 75401	EXPIRED OR TERMINATED LEASE DT9305 - SULPHUR SPRINGS TX	Contingent, Disputed, Unliquidated	Unknown
1672626 - 10060886 SAFIA INC. POPEYE?S HASHIM LAKHANY 3670 WEST CHASE HOUSTON TX 77042	LEASE GUARANTY DT9311-HOUSTON TX	Contingent, Disputed, Unliquidated	Unknown
1128746 - 10065446 SHARON R. ORMSBEE 1219 BAYSIDE DRIVE CORONA DEL MAR CA 92625	EXPIRED OR TERMINATED LEASE DEL TACO - CALIFORNIA	Contingent, Disputed, Unliquidated	Unknown
1683599 - 10068165 STATE OF ALABAMA Attn DEPARTMENT OF REVENUE 4112 GORDON PERSONS BLDG. 50 N. RIPLEY STREET MONTGOMERY AL 36132	TAXES, INTEREST AND PENALTIES ALL OPEN TAX YEARS	Contingent, Disputed, Unliquidated	Unknown
1683600 - 10068166 STATE OF GEORGIA Attn DEPARTMENT OF REVENUE 270 WASHINGTON STREET, SW ATLANTA GA 30334	TAXES, INTEREST AND PENALTIES ALL OPEN TAX YEARS	Contingent, Disputed, Unliquidated	Unknown
1683601 - 10068167 STATE OF NEW YORK Attn DEPARTMENT OF TAXATION AND FINANCE W. A. HARRIMAN CAMPUS BUILDING #9 ALBANY NY 12227-0125	TAXES, INTEREST AND PENALTIES ALL OPEN TAX YEARS	Contingent, Disputed, Unliquidated	Unknown
1683602 - 10068168 STATE OF NORTH CAROLINA Attn DEPARTMENT OF REVENUE 501 N. WILMINGTON STREET P. O. BOX 25000 RALEIGH NC 27640	TAXES, INTEREST AND PENALTIES ALL OPEN TAX YEARS	Contingent, Disputed, Unliquidated	Unknown

In re: CREATIVE FOOD 'N FUN COMPANY, Case No. 01-01149

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT, UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM
1683603 - 10068169 STATE OF TENNESSEE Attn DEPARTMENT OF REVENUE ANDREW JACKSON STATE OFFICE BLDG. 500 DEADERICK STREET NASHVILLE TN 37242	TAXES, INTEREST AND PENALTIES ALL OPEN TAX YEARS	Contingent, Disputed, Unliquidated	Unknown
1683604 - 10068170 STATE OF TEXAS Attn COMPTROLLER OF PUBLIC ACCOUNTS LBJ STATE OFFICE BUILDING 111 E. 17 STREET AUSTIN TX 78774	TAXES, INTEREST AND PENALTIES ALL OPEN TAX YEARS	Contingent, Disputed, Unliquidated	Unknown
1128284 - 10060411 SUN BELT PROPERTIES INC. GEN COUNSEL P. O. BOX 17805 SAN ANTONIO TX 78127	LEASE GUARANTY DT1058-WACO TX	Contingent, Disputed, Unliquidated	Unknown
1128293 - 10060412 SW JONES ROAD L.P. GEN COUNSEL 1675 LARIMER ST. SUITE 720 DENVER CO 80202	CONTRACT LIABILITY DT9308-HOUSTON TX	Contingent, Disputed, Unliquidated	Unknown
1672538 - 10060713 SYBRA INC. REAL ESTATE DEPARTMENT 9255 TOWNE CENTER DRIVE 6TH FLOOR SAN DIEGO CA 92121	LEASE ASSIGNMENT DT9313-MESQUITE TX	Contingent, Disputed, Unliquidated	Unknown
1672304 - 10059956 TACO BUENO RESTAURANTS INC. Attn FRANK MORALES EXECUTIVE VP 3033 KELLWAY SUITE 122 CARROLLTON TX 75006	EXPIRED OR TERMINATED LEASE DEL TACO/FIRST HARRIS (AFFECTED SITES - MONTFORD DR. DALLAS TX & SKILLMAN ROAD DALLAS TX)	Contingent, Disputed, Unliquidated	Unknown
1128444 - 10060607 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3013-GRIFFIN GA	Contingent, Disputed, Unliquidated	Unknown
1128445 - 10060645 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT8402-HOUSTON TX	Contingent, Disputed, Unliquidated	Unknown
1128454 - 10060616 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3032-WARNER ROBINS GA	Contingent, Disputed, Unliquidated	Unknown

In re: CREATIVE FOOD 'N FUN COMPANY, Case No. 01-01149

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT, UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM
1128460 - 10060643 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT1238-CLOVIS NM	Contingent, Disputed, Unliquidated	Unknown
1128469 - 10060608 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3014-LILBURN GA	Contingent, Disputed, Unliquidated	Unknown
1128470 - 10060615 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3030-SMYRNA GA	Contingent, Disputed, Unliquidated	Unknown
1128471 - 10060617 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3034-ATHENS GA	Contingent, Disputed, Unliquidated	Unknown
1128472 - 10060618 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3035-NEWMAN GA	Contingent, Disputed, Unliquidated	Unknown
1128473 - 10060619 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3036-ROSWELL GA	Contingent, Disputed, Unliquidated	Unknown
1128474 - 10060620 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3037-LAWRENCEVILLE GA	Contingent, Disputed, Unliquidated	Unknown
1128476 - 10060622 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3042-GAINESVILLE GA	Contingent, Disputed, Unliquidated	Unknown
1128477 - 10060623 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3043-STONE MOUNTAIN GA	Contingent, Disputed, Unliquidated	Unknown

In re: CREATIVE FOOD 'N FUN COMPANY, Case No. 01-01149

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CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT, UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM
1128478 - 10060625 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3046-NORCROSS GA	Contingent, Disputed, Unliquidated	Unknown
1128479 - 10060627 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3050-ANNISTON AL	Contingent, Disputed, Unliquidated	Unknown
1128480 - 10060628 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3055-FAYETTEVILLE GA	Contingent, Disputed, Unliquidated	Unknown
1128481 - 10060629 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3058-MARIETTA GA	Contingent, Disputed, Unliquidated	Unknown
1128482 - 10060632 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3064-NORCROSS GA	Contingent, Disputed, Unliquidated	Unknown
1128483 - 10060633 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3073-LITHONIA GA	Contingent, Disputed, Unliquidated	Unknown
1128484 - 10060636 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3078-OXFORD AL	Contingent, Disputed, Unliquidated	Unknown
1128485 - 10060637 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3079-CLEMSON SC	Contingent, Disputed, Unliquidated	Unknown
1128494 - 10060598 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3001-COLLEGE PARK GA	Contingent, Disputed, Unliquidated	Unknown

In re: CREATIVE FOOD 'N FUN COMPANY, Case No. 01-01149

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT, UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM
1128501 - 10060621 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3039-MORROW GA	Contingent, Disputed, Unliquidated	Unknown
1128502 - 10060630 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3061-JACKSONVILLE AL	Contingent, Disputed, Unliquidated	Unknown
1128503 - 10060631 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3062-UNION CITY GA	Contingent, Disputed, Unliquidated	Unknown
1128508 - 10060641 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3105-COLUMBIA SC	Contingent, Disputed, Unliquidated	Unknown
1128522 - 10060634 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3075-SANDERSVILLE GA	Contingent, Disputed, Unliquidated	Unknown
1128523 - 10060635 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3076-LAGRANGE GA	Contingent, Disputed, Unliquidated	Unknown
1128529 - 10060646 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT8415-CLUTE TX	Contingent, Disputed, Unliquidated	Unknown
1128541 - 10060642 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3106-CHATTANOOGA TN	Contingent, Disputed, Unliquidated	Unknown
1128542 - 10060639 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3101-DOUGLASVILLE GA	Contingent, Disputed, Unliquidated	Unknown

In re: CREATIVE FOOD 'N FUN COMPANY, Case No. 01-01149

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT, UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM
1128543 - 10060599 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3002-MARIETTA GA	Contingent, Disputed, Unliquidated	Unknown
1128544 - 10060600 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3004-ATLANTA GA	Contingent, Disputed, Unliquidated	Unknown
1128545 - 10060601 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3005-MARBLETON GA	Contingent, Disputed, Unliquidated	Unknown
1128546 - 10060604 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3010-TUCKER GA	Contingent, Disputed, Unliquidated	Unknown
1128547 - 10060605 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3011-MARIETTA GA	Contingent, Disputed, Unliquidated	Unknown
1128548 - 10060606 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3012-FOREST PARK GA	Contingent, Disputed, Unliquidated	Unknown
1128558 - 10060626 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3047-CALHOUN GA	Contingent, Disputed, Unliquidated	Unknown
1128573 - 10060648 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT9703-MARIETTA GA	Contingent, Disputed, Unliquidated	Unknown
1128578 - 10060638 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3094-DURHAM NC	Contingent, Disputed, Unliquidated	Unknown

In re: CREATIVE FOOD 'N FUN COMPANY, Case No. 01-01149

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT, UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM
1128580 - 10060640 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3102-STONE MOUNTAIN GA	Contingent, Disputed, Unliquidated	Unknown
1128594 - 10060603 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3007-COLLEGE PARK GA	Contingent, Disputed, Unliquidated	Unknown
1128595 - 10060610 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3017-CARROLLTON GA	Contingent, Disputed, Unliquidated	Unknown
1128603 - 10060612 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3019-SNELLVILLE GA	Contingent, Disputed, Unliquidated	Unknown
1128612 - 10060644 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT1261-AMARILLO TX	Contingent, Disputed, Unliquidated	Unknown
1128615 - 10060647 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT8430-GARLAND TX	Contingent, Disputed, Unliquidated	Unknown
1128619 - 10060611 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3018-MILLEGEVILLE GA	Contingent, Disputed, Unliquidated	Unknown
1128635 - 10060609 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3015-RIVERDALE GA	Contingent, Disputed, Unliquidated	Unknown
1128636 - 10060624 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3044-CUMMINGS GA	Contingent, Disputed, Unliquidated	Unknown

In re: CREATIVE FOOD 'N FUN COMPANY, Case No. 01-01149

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT, UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM
1128642 - 10060602 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3006-JONESBORO GA	Contingent, Disputed, Unliquidated	Unknown
1128643 - 10060613 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3028-CONYERS GA	Contingent, Disputed, Unliquidated	Unknown
1128646 - 10060614 TACO DEL SUR SUBSIDIARY OF TACO BELL CORP GEN COUNSEL 17901 VAN KARMON IRVINE CA 92614	LEASE GUARANTY DT3029-MACON GA	Contingent, Disputed, Unliquidated	Unknown
1128756 - 10065457 TINER COMMERCE VENTURES #9306 9850 CHARTWELL DR. DALLAS TX 75243	EXPIRED OR TERMINATED LEASE DT9306 - COMMERCE TX	Contingent, Disputed, Unliquidated	Unknown
1128532 - 10060522 TW SERVICES & EL POLLO LOCO GEN COUNSEL P O BOX 3168 SPARTANBURG SC 29304	LEASE GUARANTY DT2043-HOUSTON TX	Contingent, Disputed, Unliquidated	Unknown
1128751 - 10065466 UNIGATE RESTAURANTS Attn CASA BONITA, INC. D/B/A TACO BUENO 8115 PRESTON RD. SUITE 800 DALLAS TX 75225	EXPIRED OR TERMINATED LEASE DT1001 - DALLAS TX	Contingent, Disputed, Unliquidated	Unknown
1128427 - 10060514 UNIGATE RESTAURANTS CASA BONITA INC TACO BUENO - GEN COUNSEL 8115 PRESTON RD SUITE 800 DALLAS TX 75225	LEASE GUARANTY DT1008-PLANO TX	Contingent, Disputed, Unliquidated	Unknown
1128455 - 10060513 UNIGATE RESTAURANTS CASA BONITA INC TACO BUENO - GEN COUNSEL 8115 PRESTON RD SUITE 800 DALLAS TX 75225	LEASE GUARANTY DT1004-CARROLLTON TX	Contingent, Disputed, Unliquidated	Unknown
1128513 - 10060520 UNIGATE RESTAURANTS CASA BONITA INC TACO BUENO - GEN COUNSEL 8115 PRESTON RD SUITE 800 DALLAS TX 75225	LEASE GUARANTY DT1230-LONGVIEW TX	Contingent, Disputed, Unliquidated	Unknown

In re: CREATIVE FOOD 'N FUN COMPANY, Case No. 01-01149

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT, UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM
1128550 - 10060516 UNIGATE RESTAURANTS CASA BONITA INC TACO BUENO - GEN COUNSEL 8115 PRESTON RD SUITE 800 DALLAS TX 75225	LEASE GUARANTY DT1018-DALLAS TX	Contingent, Disputed, Unliquidated	Unknown
1128605 - 10060517 UNIGATE RESTAURANTS CASA BONITA INC TACO BUENO - GEN COUNSEL 8115 PRESTON RD SUITE 800 DALLAS TX 75225	LEASE GUARANTY DT1032-MCKINNEY TX	Contingent, Disputed, Unliquidated	Unknown
1128625 - 10060518 UNIGATE RESTAURANTS CASA BONITA INC TACO BUENO - GEN COUNSEL 8115 PRESTON RD SUITE 800 DALLAS TX 75225	LEASE ASSIGNMENT DT1058-WACO TX	Contingent, Disputed, Unliquidated	Unknown
1128640 - 10060515 UNIGATE RESTAURANTS CASA BONITA INC TACO BUENO - GEN COUNSEL 8115 PRESTON RD SUITE 800 DALLAS TX 75225	LEASE GUARANTY DT1012-DUNCANVILLE TX	Contingent, Disputed, Unliquidated	Unknown
1128283 - 10060423 VIRGINIA SQ. LTD. STERLING PROJECTS INC.- GEN COUNSEL 5949 SHERRY LANE SUITE 1700 DALLAS TX 75225	LEASE GUARANTY DT1032-MCKINNEY TX	Contingent, Disputed, Unliquidated	Unknown
1128456 - 10060523 WHATABURGER INC GEN COUNSEL P O BOX 6220 4000 PARKDALE DR CORPUS CHRISTI TX 78411-6220	CONTRACT LIABILITY DT9308-HOUSTON TX	Contingent, Disputed, Unliquidated	Unknown
1128496 - 10060521 WHATABURGER INC GEN COUNSEL P O BOX 6220 4000 PARKDALE DR CORPUS CHRISTI TX 78411-6220	LEASE GUARANTY DT2033-HOUSTON TX	Contingent, Disputed, Unliquidated	Unknown
1128750 - 10065474 WILLIAM C. BAKER 3 LOCKMOOR LANE NEWPORT BEACH CA 92660	EXPIRED OR TERMINATED LEASE DEL TACO - CALIFORNIA	Contingent, Disputed, Unliquidated	Unknown
		TOTAL:	\$41,457.00

In re: Creative Food 'N Fun Company, Case No. 01-01149

SCHEDULE G

EXECUTORY CONTRACTS AND UNEXPIRED LEASES

GENERAL NOTES

1. While every effort has been made to ensure the accuracy of this Schedule G, inadvertent errors or omissions may have occurred. The Debtor does not make any representations or warranties as to the completeness or accuracy of the information set forth herein, or the validity or enforceability of any contracts, agreements, leases or documents listed herein. The Debtor hereby reserves the right to dispute the validity, status or enforceability of any contracts, agreements, leases or documents set forth herein and to amend or supplement this Schedule G. Notwithstanding the inclusion of a particular contract, agreement, lease or document in this Schedule G, the Debtor hereby reserves the right to assert that such contract, agreement, lease or document is not an executory contract or unexpired lease.
2. Certain of the contracts, agreements and leases listed on the Exhibits to Schedule G attached hereto may have expired or may have been modified, amended and supplemented from time to time by the conduct of the parties, various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments and agreements which may not be listed herein. The Debtor hereby reserves all rights to amend this Schedule to provide such additional information as may be necessary or appropriate.
3. Schedule G does not include standard form purchase orders which might have been issued by the Debtor, by the Debtor's customers, or by others for the purchase of goods or services. It would be unduly burdensome and cost prohibitive on the Debtor to provide such information. The Debtor hereby reserves all rights to amend this Schedule to provide additional information as may be necessary or appropriate to reflect such agreements.

In re: CREATIVE FOOD 'N FUN COMPANY Debtor, Case No. 01-01149

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
1681614 - 10064540 CHARLIE PATEL C/O CHARLIE PATEL PATEL ENTERPRISES, INC. 2100 PLEASANT HILL ROAD, SUITE 322 DULUTH GA 30096	Type of Contract: JOINT DEVELOPMENT/RESEARCH Term: 9/29/2006
1672527 - 10060779 COLUMN FINANCIAL INC. GENERAL COUNSEL 3414 PEACHTREE RD. NE SUITE 1140 ATLANTA GA 30326-1113	Type of Contract: LEASE: BUILDING Term: EXP. 10/2004
1681612 - 10064538 DEL SOUTH RESTAURANTS AND CLINTON M	Type of Contract: JOINT DEVELOPMENT/RESEARCH Term: 9/29/2006
1681610 - 10064536 DEL TACO, INC. 345 BAKER STREET COSTA MESA CA 92626	Type of Contract: PURCHASING AGREEMENT Term: INDEFINITE
1681611 - 10064537 DEL TACO, INC. 345 BAKER STREET COSTA MESA CA 92626	Type of Contract: MANAGEMENT AGREEMENT Term: INDEFINITE
1128292 - 10060461 GULF PACIFIC AMERICA INC. MAR-GULF MANAGEMENT CO. GEN COUNSEL 7083 HOLLYWOOD BLVD. SUITE 304 LOS ANGELES CA 90028	Type of Contract: LEASE: BUILDING Term: EXP. 05/2006
1128297 - 10060462 HORNBERGER BROS. PROPERTIES INC. P. O. BOX 542178 HOUSTON TX 77254-2178	Type of Contract: LEASE: BUILDING Term: EXP. 08/2004
1681615 - 10064541 JIM BONDS ENTERPRISES, INC. AND JAM JAMES A. BONDS JIM BOND ENTERPRISES, INC. 118 WORTHING ROAD ST. SIMONS ISLAND GA 31522	Type of Contract: JOINT DEVELOPMENT/RESEARCH Term: 11/19/2006
1128606 - 10060677 MEMORIAL EQUITIES ATTN: MR. ALEX FOUAD 14510 MEMORIAL DRIVE HOUSTON TX 77079	Type of Contract: LEASE: BUILDING Term: EXP. 8/2004
1128318 - 10060470 PINATA INC. NEWCO MANAGEMENT CO. INC. GEN COUNSEL 6320 CANOGA AVE. SUITE 1430 WOODLAND HILLS CA 91367-2591	Type of Contract: LEASE: BUILDING Term: EXP. 10/2006

In re: CREATIVE FOOD 'N FUN COMPANY Debtor, Case No. 01-01149

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
1128293 - 10060474 SW JONES ROAD L.P. GEN COUNSEL 1675 LARIMER ST. SUITE 720 DENVER CO 80202	Type of Contract: LEASE: BUILDING Term: EXP. 10/2004
1681616 - 10064542 T.L.C., INC. AND SHIRLEY K. LONG	Type of Contract: JOINT DEVELOPMENT/RESEARCH Term: 5/27/2007
1128456 - 10060676 WHATABURGER INC GEN COUNSEL P O BOX 6220 4000 PARKDALE DR CORPUS CHRISTI TX 78411-6220	Type of Contract: LEASE: BUILDING Term: EXP. 10/2004

In re: Creative Food 'N Fun Company, Case No. 01-01149

SCHEDULE H

CODEBTORS

GENERAL NOTES

The Debtors are defendants in numerous proceedings and lawsuits in which there are multiple defendants. Such defendants may be codebtors with respect to certain of the Debtors' liabilities. It would be prohibitively expensive and unduly burdensome to obtain a comprehensive list of such potential codebtors, therefore, certain of the Debtors' codebtors may not be listed herein.

In re: CREATIVE FOOD 'N FUN COMPANY, Case No. 01-01149

SCHEDULE H - CODEBTORS

None

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

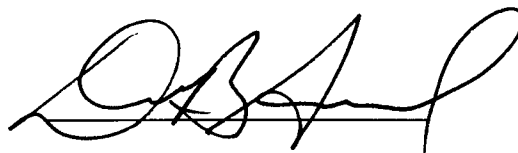
In re:)
)
Creative Food 'N Fun Company) Chapter 11
)
)
Debtor.) Case No. 01-01149

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A
CORPORATION**

I, the Senior Vice President, General Counsel and Chief Restructuring Officer of the W.R. Grace & Co. named as a Debtor in the Chapter 11 Cases, and a duly authorized officer of the above captioned debtor and debtor in possession, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 34 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date 5/24/01

Signature



Print Name David B. Siegel